

Washington, D.C. 20423

11/1/77

OFFICE OF THE SECRETARY

**Roger A NoBack
Vice President-Law
North American Car Corp.
222 Riverside Plaza
Chicago, Illinois 60606**

Dear

Sir:

The enclosed document(s) was recorded pursuant to the

provisions of Section 20(c) of the Interstate Commerce Act,

49 U.S.C. 20(c), on

at

and assigned recordation number(s) **11/1/77**

11/1/77

9:05am

7750-BB

Sincerely yours,

H.G. Homme, Jr.
Acting Secretary

Enclosure(s)

SE-30-T
(6/77)

ATTACHMENT I

Supplement to the Mortgage and to the Assignment of Leases

North American Car Corporation, a Delaware corporation (the "Company") does hereby pledge, mortgage, and grant a security interest unto The First National Bank of Chicago, Continental Illinois National Bank and Trust Company of Chicago, Crocker National Bank, Chase Manhattan Bank, N.A., Bank of America National Trust and Savings Association, National Bank of North America, and Wells Fargo Bank, N.A. (the "Banks") in and to the railroad cars described in the Schedule attached hereto.

The Company hereby assigns to the Banks all its right, title, and interest in, to and under the following Leases, pursuant to and subject to the terms and conditions of the Assignment of Leases referred to above:

<u>Date of Lease</u>	<u>Lessee</u>	<u>Equipment Leased</u>	<u>Term of Lease</u>	<u>Monthly Rental</u>
----------------------	---------------	-------------------------	----------------------	-----------------------

See Attached List

RECORDATION NO. 7750 - BB Filed & Recorded

NOV 1 1977-9 05 AM

INTERSTATE COMMERCE COMMISSION

The Company hereby certifies that it has complied with all the terms and conditions of said Assignment of Leases, and that all representations and warranties contained in said Assignment are true and correct as of the date hereof.

This Supplemental Mortgage and Assignment of Leases is issued pursuant to and is governed by the terms and provisions of that certain Equipment Mortgage and Assignment of Leases dated December 18, 1974 among the Company and the Banks and filed under §20(c) of the Interstate Commerce Act on December 24, 1974 at 12:15 p.m. as Document Number 7750.

[CORPORATE SEAL]

NORTH AMERICAN CAR CORPORATION

ATTEST

[Signature]

By [Signature]
Title Vice President

STATE OF ILLINOIS }
COUNTY OF COOK } ss.:

On this 31st day of October, 1977, before me personally appeared John H. Rabel, to me personally known, who being by me duly sworn says that he is the Vice President of North American Car Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

[Signature]
Notary Public

[SEAL]

My commission expires 5-6-78

Number of Cars	Description	Serial Numbers
42	Class DOT111A100W3, 100-ton, 17,500 gallon capacity tank cars	16666 - 16683, 16845 - 16849, 16853 - 16865, 16869 - 16872, 16867, 16874 (Running Nos.: AESX 8695-8712, AESX 8874-8878, AESX 8882-8894, AESX 8898-8901, AESX 8896, 8903)
25	Class DOT105A300W, 100-ton, 34,000 gallon capacity tank cars	35353 - 35377
67	TOTAL ALL CARS	

OWNED BY NORTH AMERICAN
CAR CORPORATION

<u>Date of Lease</u>	<u>Lessee</u>	<u>Serial Number</u>
3/77	A. E. Staley	16666-16683, 16845-16849, 16853-16865, 16869-16872, 16867, 16874
2/77	Pan Canadian Gas	35353-35377